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March 29, 2005
VIA: UPS Overnight

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building, #711
1925 K Street, N.W.
Washington, DC 20423-0001

Re: STB Finance Docket No. 34671
Genesee & Wyoming Inc. - Continuance in
Control Exemption - First Coast Railroad Inc.
Notice of Exemption

Dear Secretary Williams:

Enclosed for filing please find the original and ten (10) copies of the above-referenced Continuance in Control Notice of Exemption. An extra 20 copies of the maps are also included. A check in the amount of \$1,100 representing the filing fee is also enclosed.

Please time stamp the extra copy of this letter to indicate receipt, and return it to me in the stamped self-addressed envelope provided for your convenience.

Respectfully,

FILED

MAR 30 2005


ERIC M. HOCKY

ENTERED
Office of Proceedings

MAR 30 2005

Part of
Public Record

Enclosures

GOLLATZ, GRIFFIN & EWING, P.C.

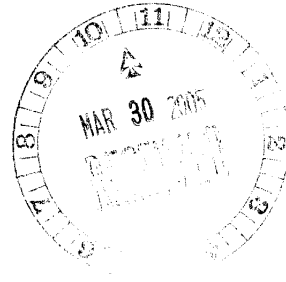
WEST CHESTER

PHILADELPHIA

WILMINGTON

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34671



GENESEE & WYOMING INC.

- CONTINUANCE IN CONTROL EXEMPTION -

FILED

FIRST COAST RAILROAD INC.

MAR 30 2005

FILED
SURFACE TRANSPORTATION BOARD

VERIFIED NOTICE OF EXEMPTION UNDER 49 C.F.R. §1180.2(d)(2)

FILED

MAR 30 2005

ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
Four Penn Center
Suite 200
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808
(215) 563-9400

ENTERED
Office of Proceedings

MAR 30 2005

Part of
Public Record

Dated: March 29, 2005

Attorneys for Genesee & Wyoming, Inc.

STB FINANCE DOCKET NO. 34671

**GENESEE & WYOMING INC.
- CONTINUANCE IN CONTROL EXEMPTION -
FIRST COAST RAILROAD, INC.**

VERIFIED NOTICE OF EXEMPTION UNDER 49 C.F.R. §1180.2(d)(2)

Genesee & Wyoming Inc. ("GWI" or "Applicant"), a Delaware corporation, files this Notice of Exemption pursuant to 49 C.F.R. §1180.2(d)(2) for an exemption from the provisions of 49 U.S.C. §11323 to enable GWI to continue in control of First Coast Railroad Inc. ("FCRD") upon the commencement of rail operations by FCRD.

FCRD is a Delaware corporation which is a non-carrier, wholly-owned subsidiary of GWI. FCRD intends to lease and operate certain lines of railroad owned by CSX Transportation, Inc. ("CSXT"). FCRD's lease and operation of such lines is the subject of a separate notice filed at STB Finance Docket No. 34670. Upon commencement of rail operations (expected to be on or after April 9, 2005), FCRD will become a Class III rail carrier operating approximately 31.63 miles of track in Florida and Georgia.

GWI is a non-carrier holding company that controls directly or indirectly through stock ownership, the rail carriers described on Exhibit A. The common control of these carriers was authorized in *Genesee & Wyoming Inc. – Continuance in Control Exemption – Tazewell & Peoria Railroad, Inc.*, STB Finance Docket No. 34545 (served October 1, 2004). GWI is filing this Notice to enable it to continue in control of FCRD and the other railroads in its corporate family upon the commencement of FCRD's operations.

FCRD will not connect with any of the other railroads in GWI's corporate family, nor is the continuance in control described herein part of a series of anticipated transactions that would connect FCRD with any of the other railroads in GWI's corporate family. The continuance in control transaction does not involve a Class I railroad. Accordingly, this is an exempt transaction under 49 C.F.R. §1180.2(d)(2).

Required Information

In accordance with the provisions of 49 C.F.R. §1180.4(g), GWI provides the following information required by 49 C.F.R. §1180.6(a)(1)(i)-(iii), (a)(5), (a)(6), and (a)(7)(ii):

(a)(1)(i) GWI, a non-carrier that controls one Class II carrier and a number of Class III carriers, proposes to continue in control of FCRD when FCRD becomes a Class III carrier upon the commencement of operation of the lines being leased from CSXT. FCRD's lease is the subject of a Notice of Exemption at STB Finance Docket No. 34670.

The name, business address and telephone number of Applicant are: Genesee & Wyoming Inc., 66 Field Point Road, Greenwich, CT 06830; (203) 629-3722.

The name, business address and telephone number of counsel to whom questions regarding the transaction can be addressed are: Eric M. Hocky, Gollatz, Griffin & Ewing, P.C., Four Penn Center, Suite 200, 1600 John F. Kennedy Blvd., Philadelphia, PA 19103-2808; (215) 563-9400.

(a)(1)(ii) FCRD intends to commence operations, and become a carrier, on or after April 9, 2005.

(a)(1)(iii) The purpose of the transaction is to allow GWI to continue in control of FCRD and the other carriers in its corporate family when FCRD becomes a carrier, and to permit efficient operation and management of FCRD as part of a system.

(a)(5) GWI is not a rail carrier. The carriers controlled by GWI, directly and indirectly, operate in Illinois, New York, Pennsylvania, Louisiana, Oregon, Texas, Virginia, Florida, Arkansas, Georgia, Texas, Vermont, New Hampshire, Maine, Utah and Colorado.

(a)(6) Maps showing the lines of the carriers controlled, or to be controlled, by GWI are attached hereto as Exhibit B. Twenty extra copies of the maps are also included.

(a)(7)(ii) There is no agreement relating to the control of FCRD or the continuance in control of the carriers controlled by GWI.

Employee Protection

Since this transaction involves the common control of one Class II carrier (BPRR) with a number of Class III railroads (including FCRD), it will be subject to the labor protective conditions set forth in 49 U.S.C. §11326(b).¹

¹ Since FCRD is a newly formed carrier which is just commencing operations, no employees will be severed as a result of this transaction.

Environmental and Historic Reports

Since a control transaction is of the type normally not subject to environmental review under 49 C.F.R. §1105.6(c)(2)(i), no environmental report is required. Similarly, pursuant to 49 C.F.R. §1105.8(b)(3), no historic report is necessary.

Respectfully submitted,



ERIC M. HOCKY
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(215) 563-9400

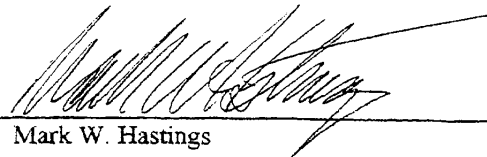
Dated: March 29, 2005

Attorneys for Genesee & Wyoming, Inc

VERIFICATION

I, Mark W. Hastings, Executive Vice President of Genesee & Wyoming Inc.,
verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am
qualified and authorized to file this Verified Notice.

Executed on March 29, 2005.


Mark W. Hastings

**GENESEE & WYOMING INC.
CONTROLLED RAILROADS¹**

GWI directly or indirectly controls the following operating rail carriers:

Class II

Buffalo & Pittsburgh Railroad, Inc. ("BPRR"), which operates in New York and Pennsylvania.

Class III

Arkansas, Louisiana & Mississippi Railroad Company, which operates in Arkansas and Louisiana

Chattahoochee Industrial Railroad, which operates in Georgia

Commonwealth Railway, Inc., which operates in Virginia

Corpus Christi Terminal Railroad, Inc., which operates in Texas

Dansville and Mount Morris Railroad Company, which operates in New York

Fordyce & Princeton Railroad Company, which operates in Arkansas

Genesee & Wyoming Railroad Company, Inc., which operates in New York

Golden Isles Terminal Railroad, Inc., which operates in Georgia

Illinois & Midland Railroad, Inc., which operates in Illinois

Louisiana & Delta Railroad, Inc., which operates in Louisiana

Portland & Western Railroad, Inc., which operates in Oregon

Rochester & Southern Railroad, Inc., which operates in New York

Salt Lake City Southern Railroad Company, which operates in Utah

Savannah Port Terminal Railroad, Inc., which operates in Georgia

¹ GWI, at the time of some of its prior control proceedings, was known as "Genesee & Wyoming Industries, Inc."

South Buffalo Railway Company, which operates in New York

St. Lawrence & Atlantic Railroad Company, which operates in Vermont, New Hampshire, and Maine

St. Lawrence & Atlantic Railroad (Quebec), Inc., which operates in Vermont

Talleyrand Terminal Railroad, Inc., which operates in Florida

Tazewell & Peoria Railroad, Inc., which operates in Illinois

Utah Railway Company, which operates in Colorado and Utah

Willamette & Pacific Railroad, Inc., which operates in Oregon

York Railway Company (York), which operates in Pennsylvania

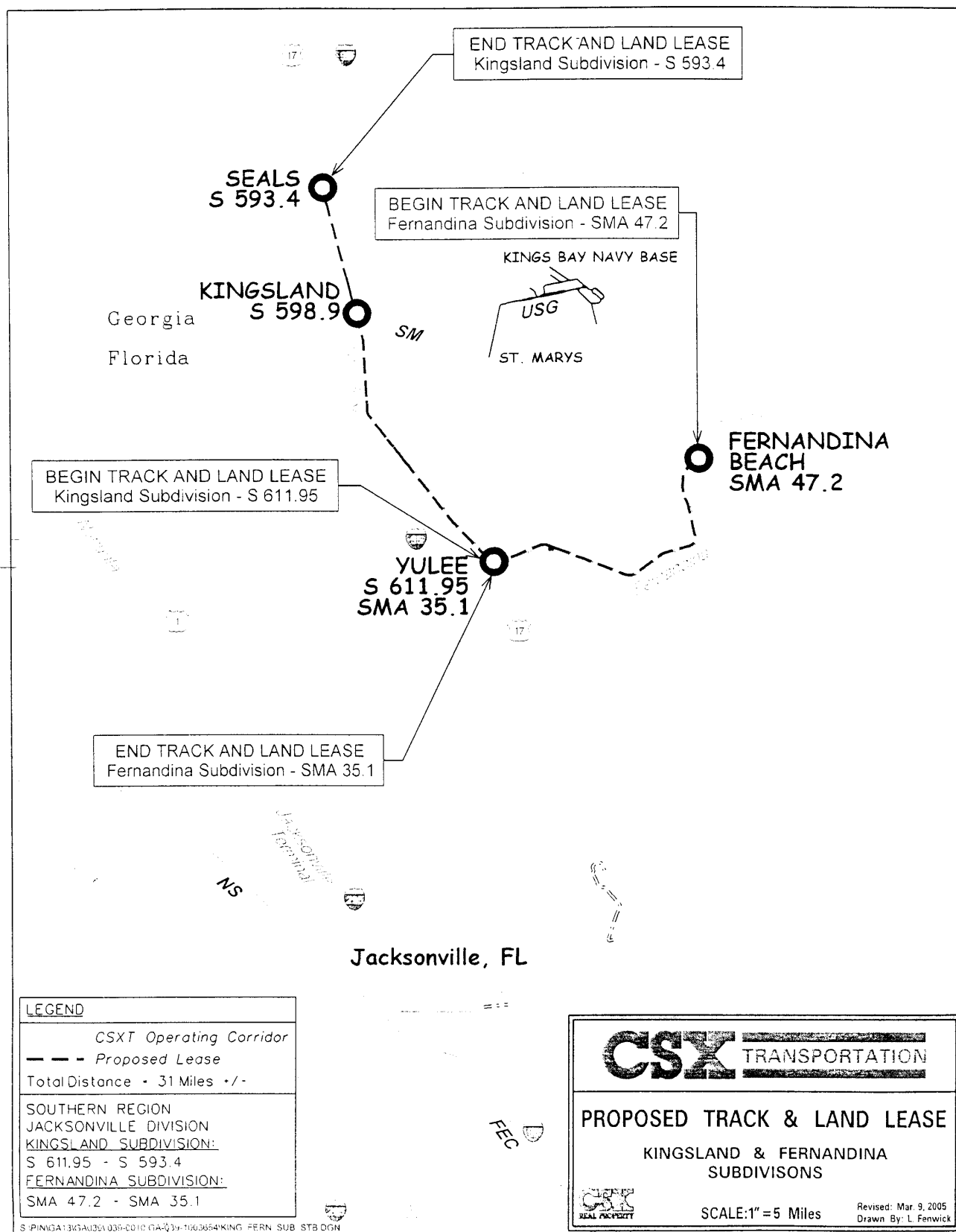
GWI also has control over four non-operating Class III rail carriers:

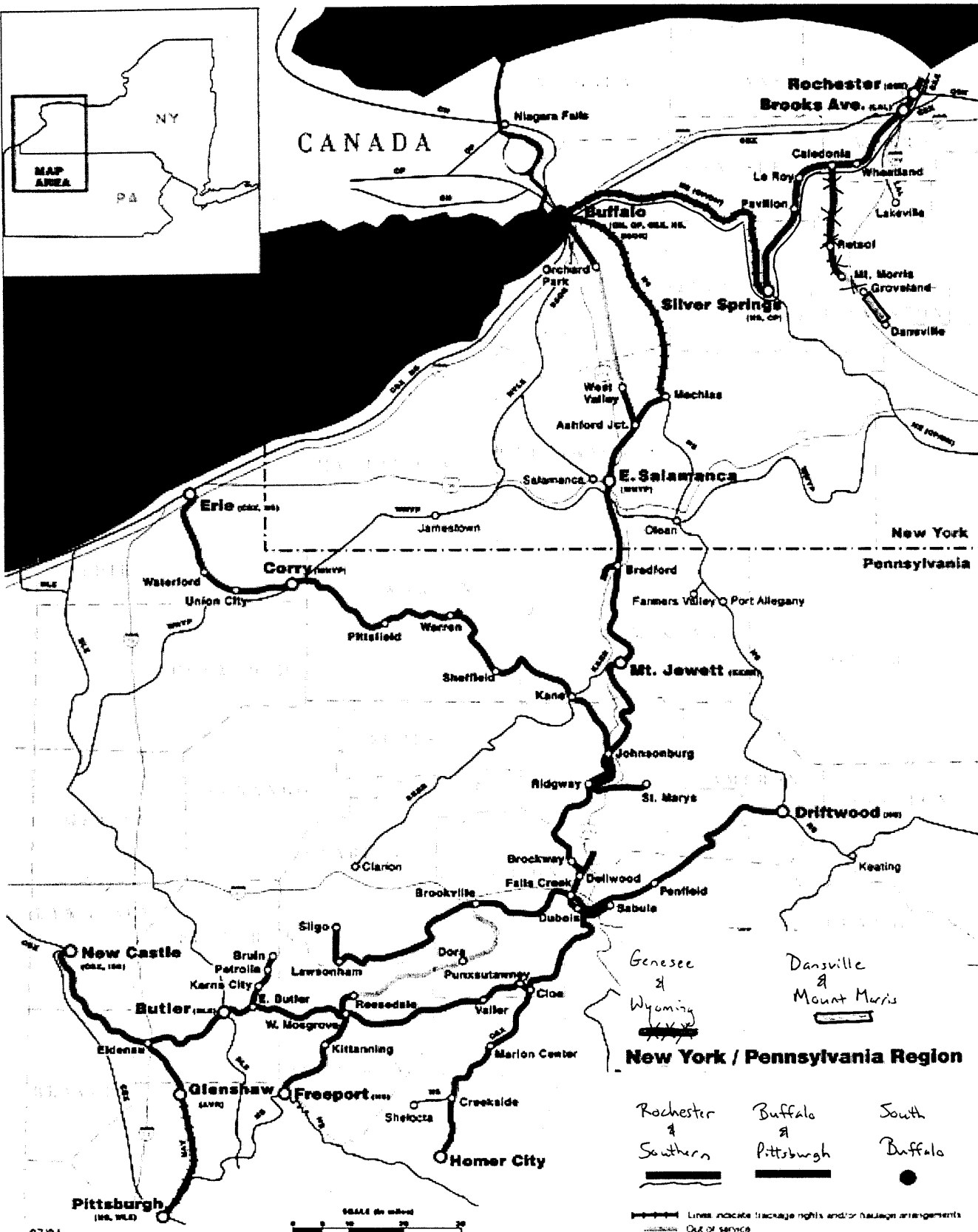
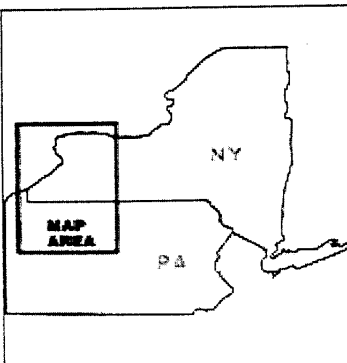
Allegheny & Eastern Railroad, LLC, and Pittsburg & Shawmut Railroad, LLC separately hold certain rail assets over which BPRR operates.

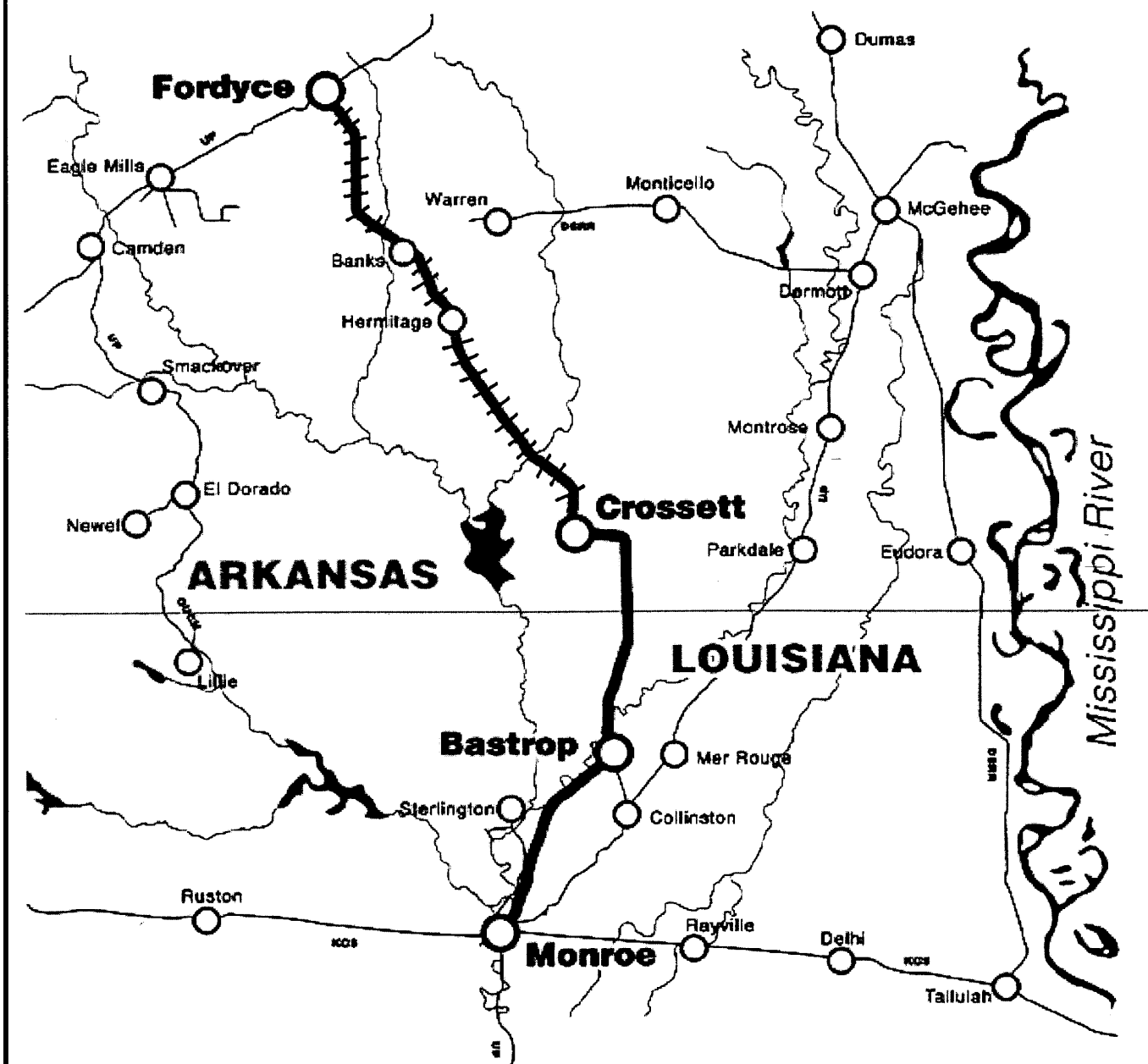
Maryland and Pennsylvania Railroad, LLC, and Yorkrail, LLC separately hold the rail assets over which York operates.

MAPS

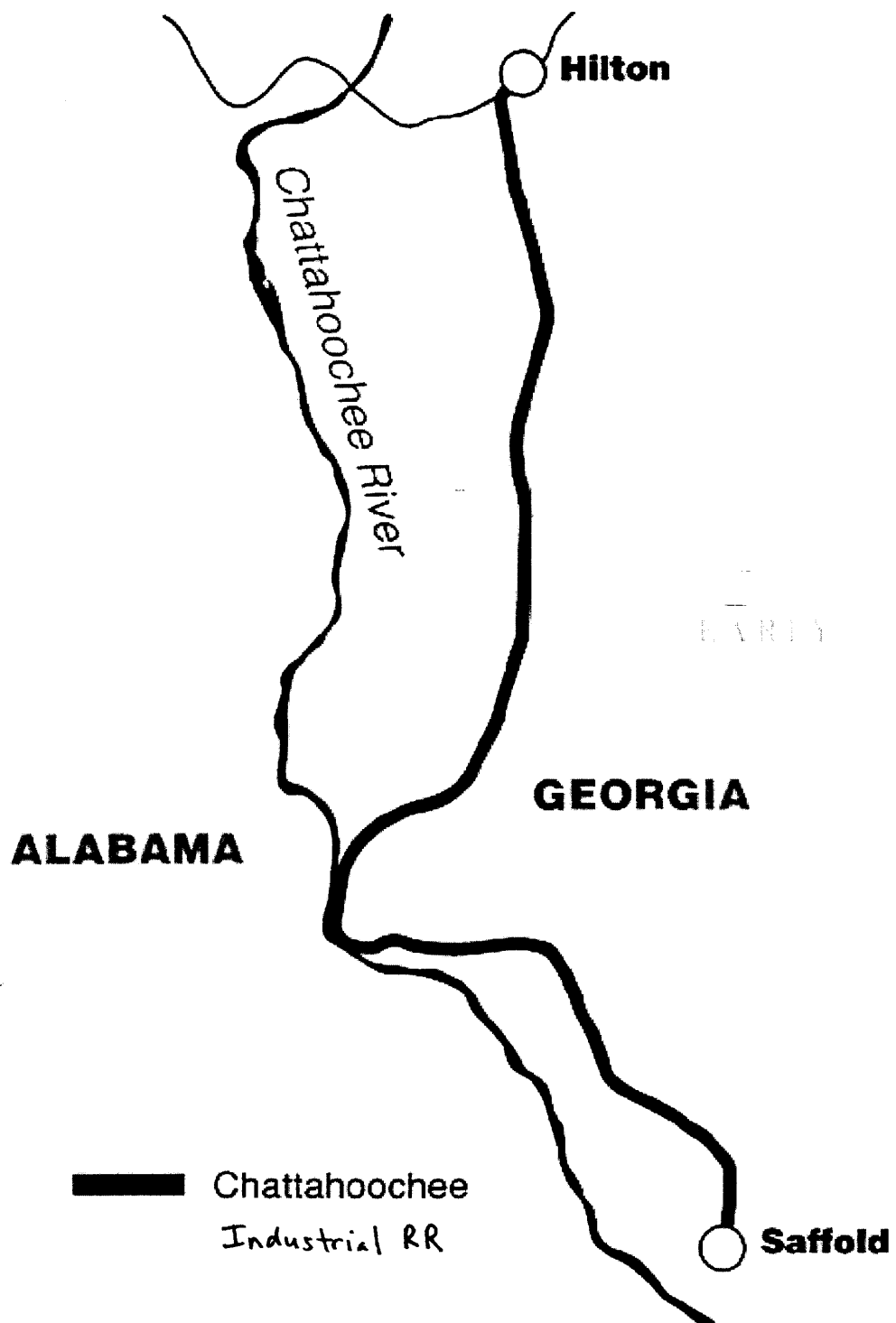
EXHIBIT B

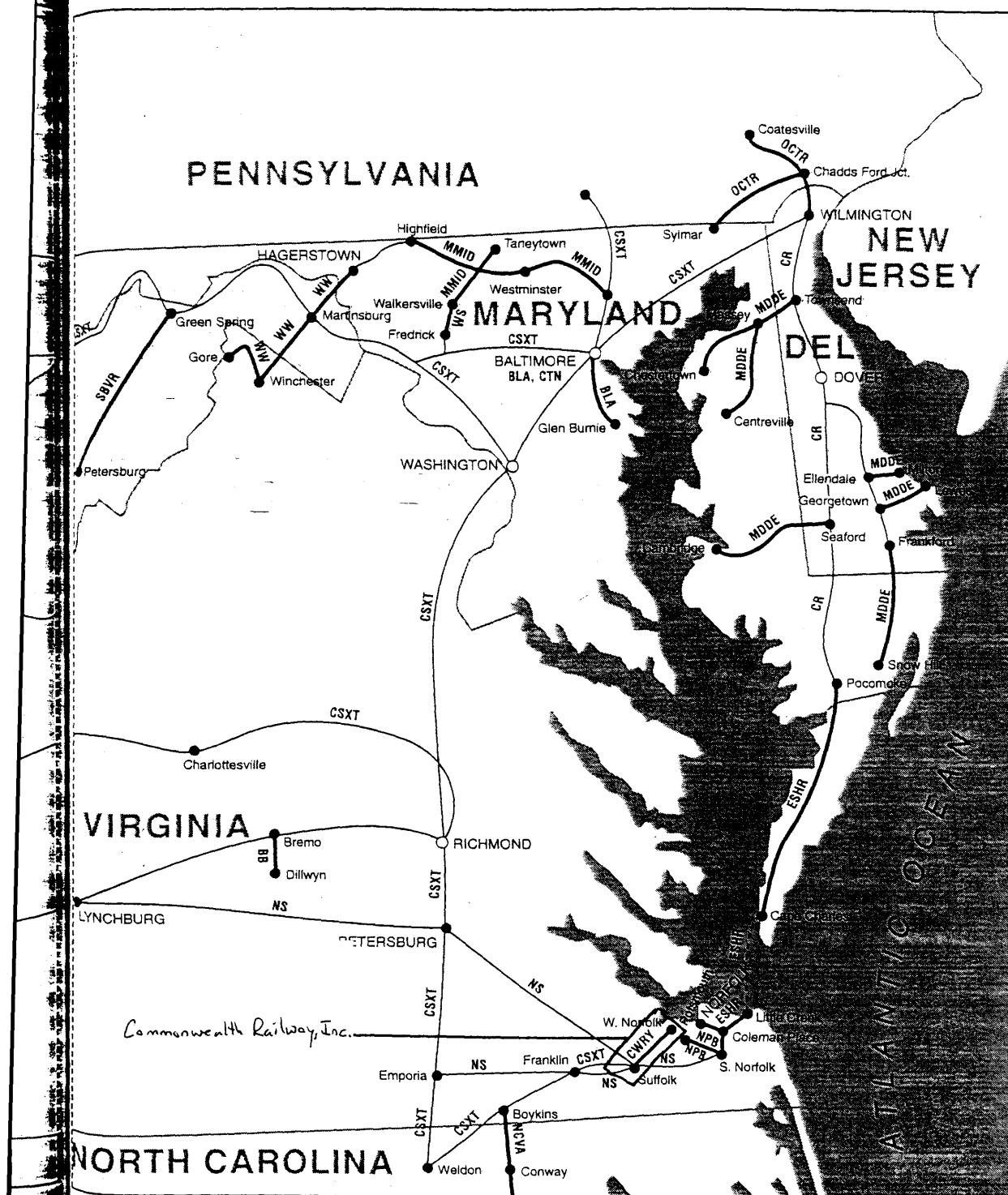






Arkansas, Louisiana & Mississippi
Fordyce & Princeton Railroad
07/04

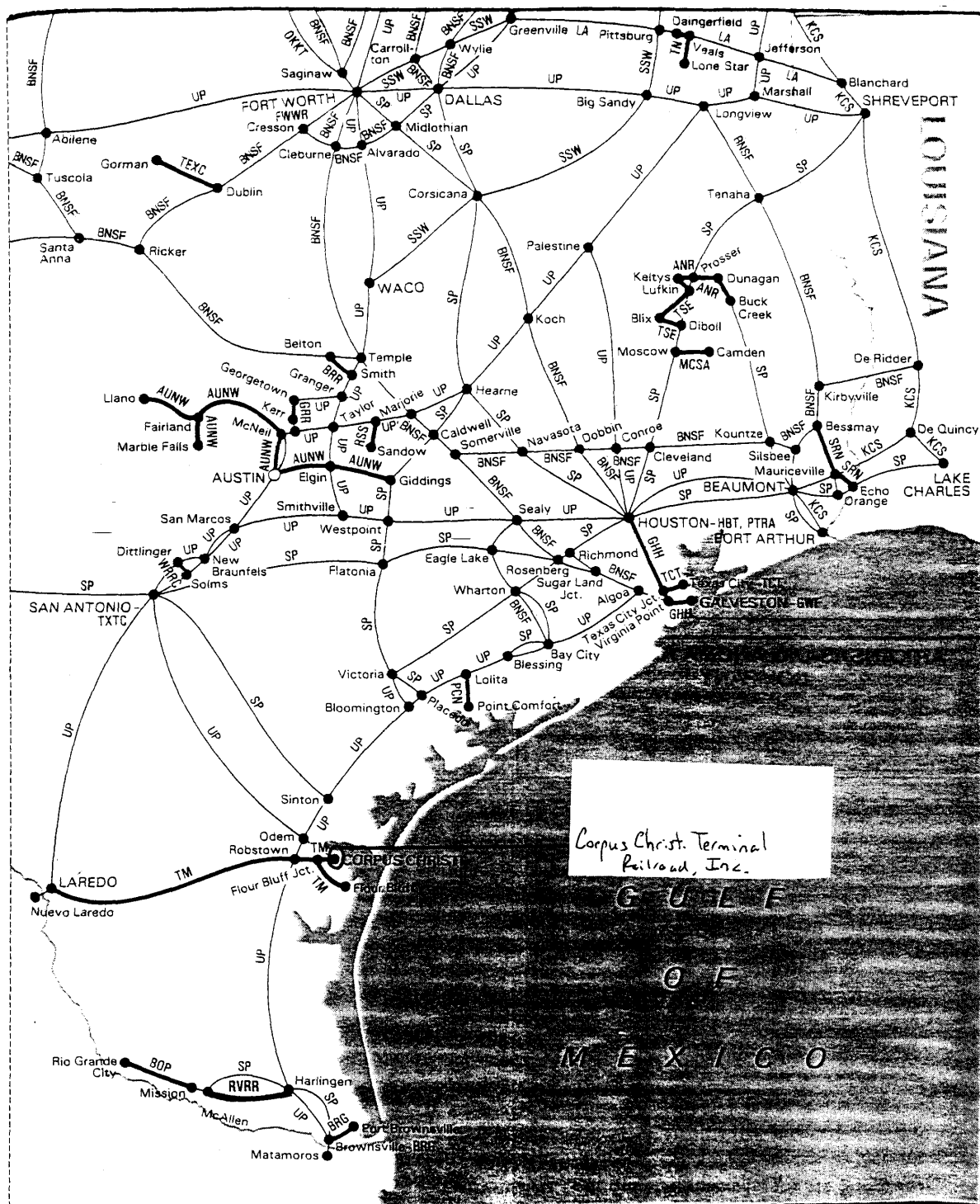


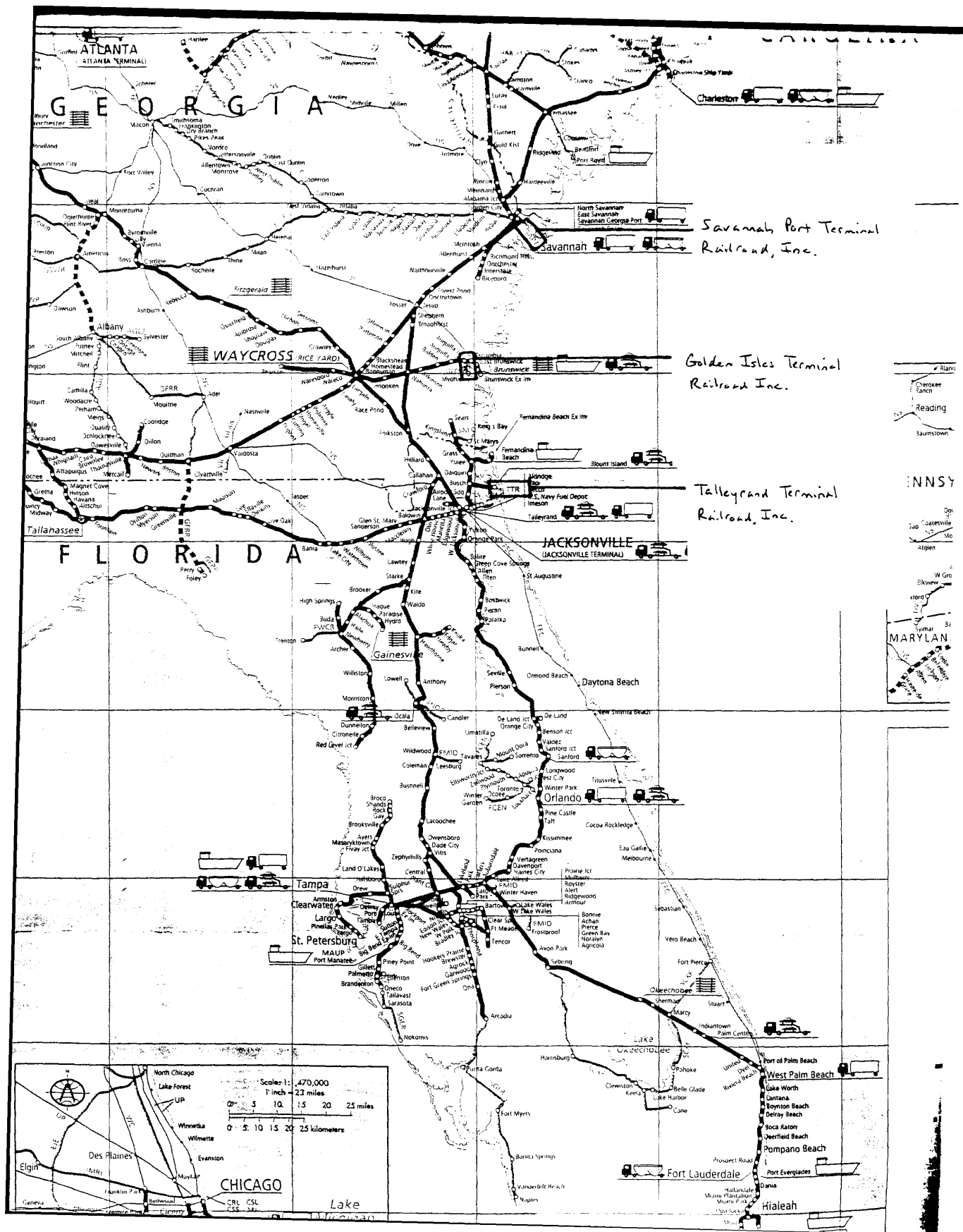
REGION 7
DC/DE/MD/VA/WV**REGION 7 DC/DE/MD/VA/WV**

REGION 21

OK/TX

REGION 21 OK/TX





Savannah Port Terminal
Railroad, Inc.

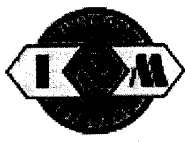
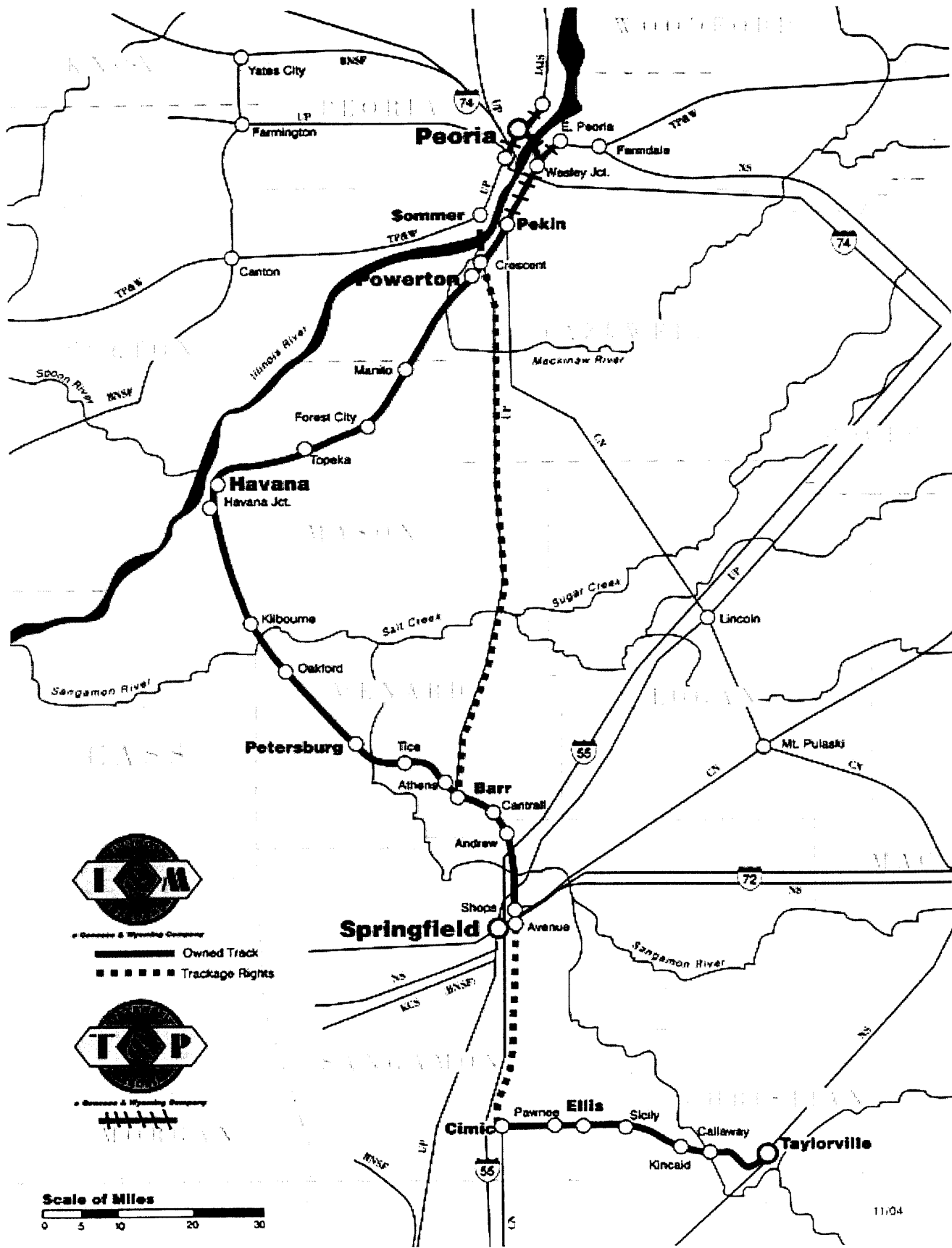
Golden Isles Terminal
Railroad, Inc.

Talleyrand Terminal
Railroad, Inc.

Reading
Baltimore

INNSY
Ogden
Salt Lake City
Albany

MARYLAND
Baltimore
Washington
Annapolis
Poolesville
Farmingdale
New York
New Jersey
Pennsylvania
Delaware
Virginia
North Carolina
South Carolina
Georgia
Florida
Alabama
Louisiana
Mississippi
Arkansas
Oklahoma
Kansas
Nebraska
Iowa
Illinois
Indiana
Ohio
Michigan
Wisconsin
Minnesota
North Dakota
South Dakota
Montana
Wyoming
Idaho
Utah
Arizona
New Mexico
Texas
California
Oregon
Washington
Alaska
Hawaii

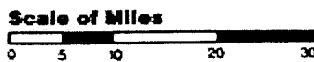


a Governor & Wyoming Company

— Owned Track
- - - - - Trackage Rights



a Governor & Wyoming Company



11/04

The map illustrates the proposed rail line (dashed line) connecting the New Iberia area to the Baton Rouge area. Key locations include New Iberia, Abbeville, Youngs, Groves Hill, West Erath, Erath, Delcambre, and Baton Rouge. The map also shows the Mississippi River, the Gulf of Mexico, and the proposed rail line's path through the area. A legend indicates the proposed rail line, existing track, and other features. The map is titled "Map of the New Iberia area" and includes a scale bar.

Legend:

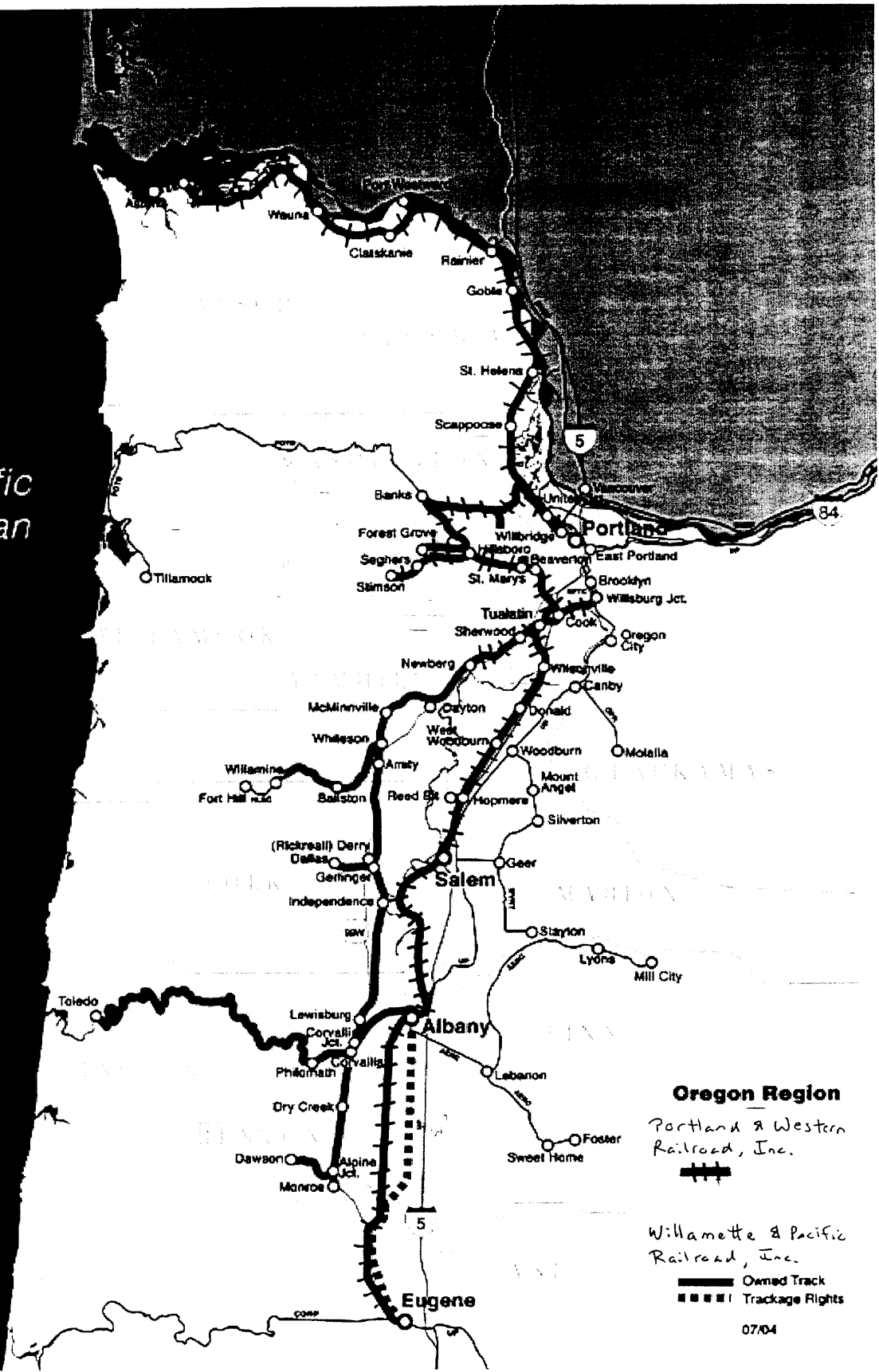
- Proposed Rail Line
- ==== Existing Track
- Other Track

Scale: 0 1 2 3 4 5 6 7 8 9 10 Miles

Map of the New Iberia area

Trackagor Rights
Ommed Track
Oliver Track
07/04

Pacific Ocean



Oregon Region

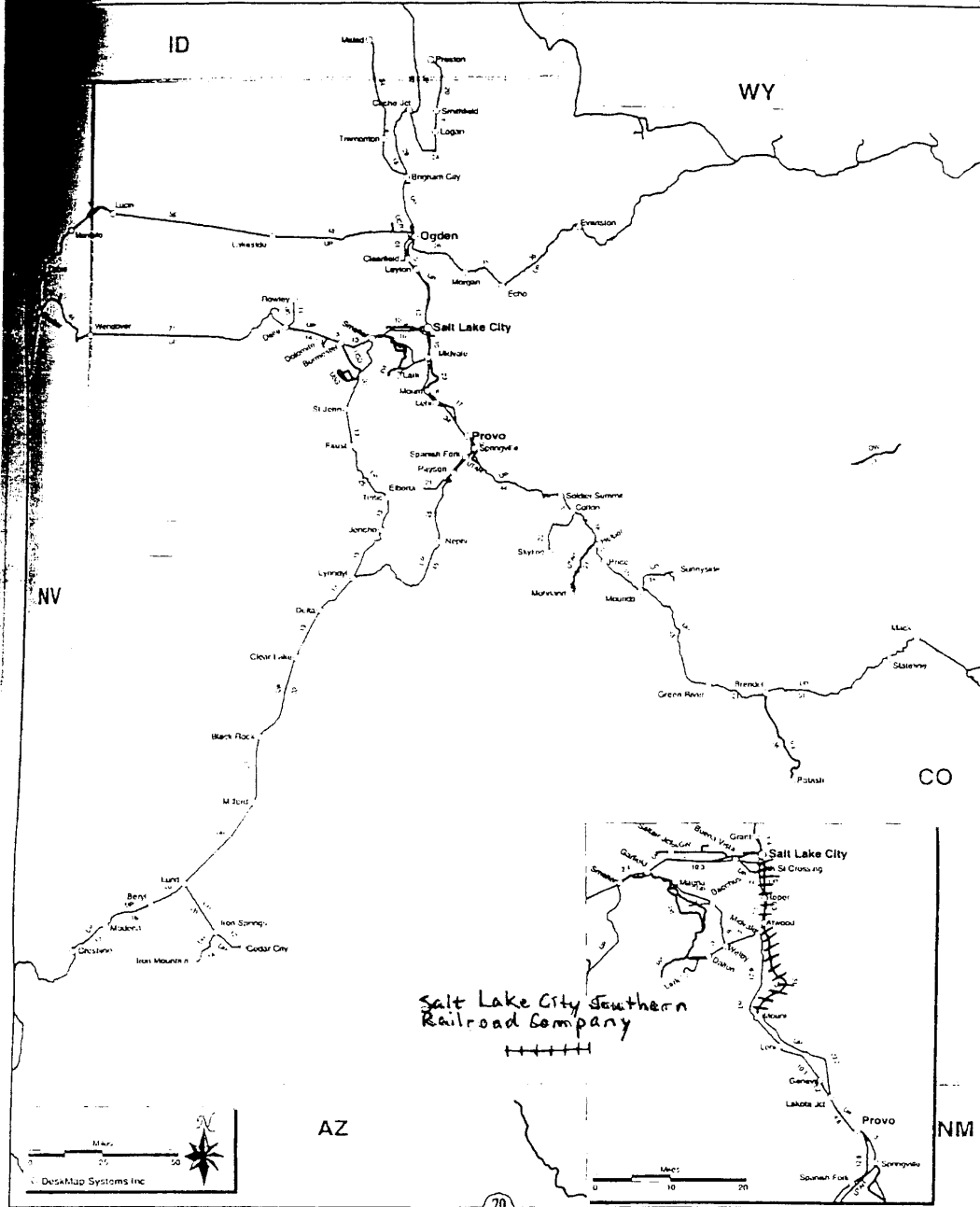
Portland & Western
Railroad, Inc.

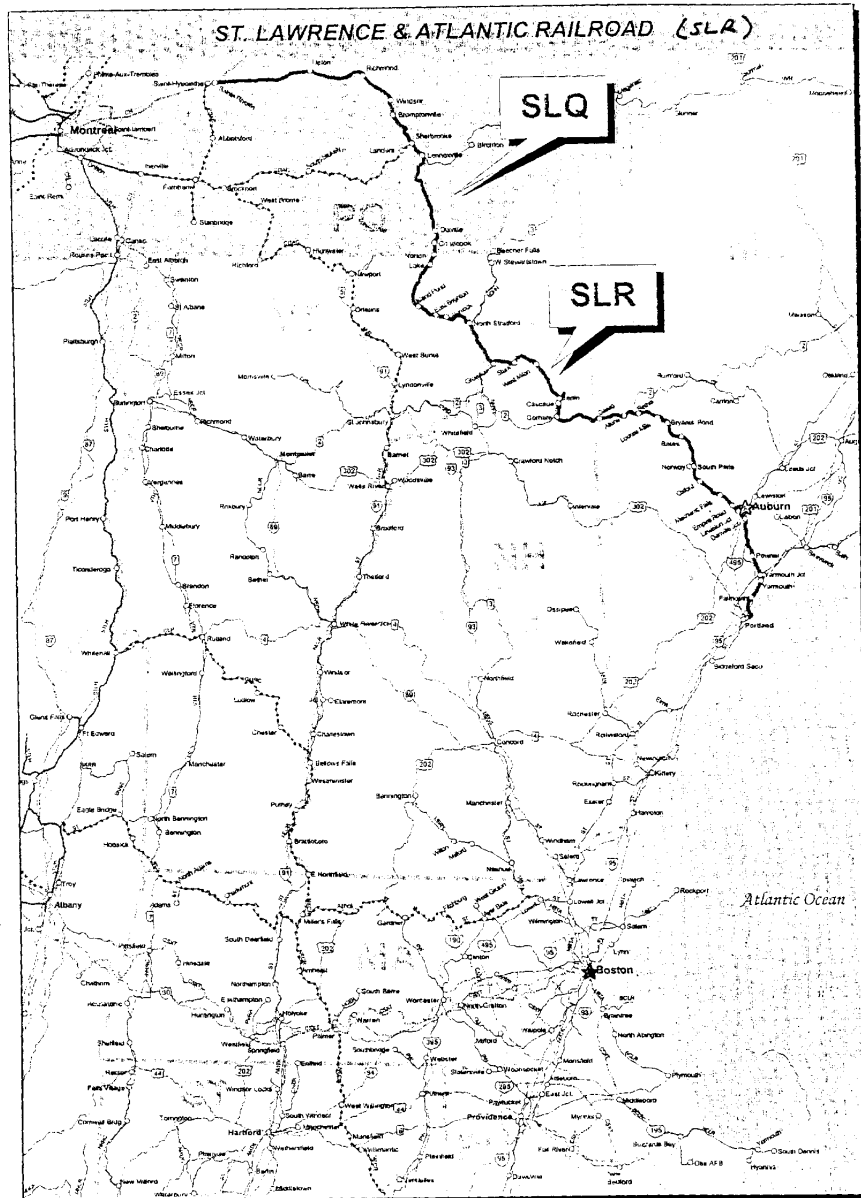


Willamette & Pacific
Railroad, Inc.

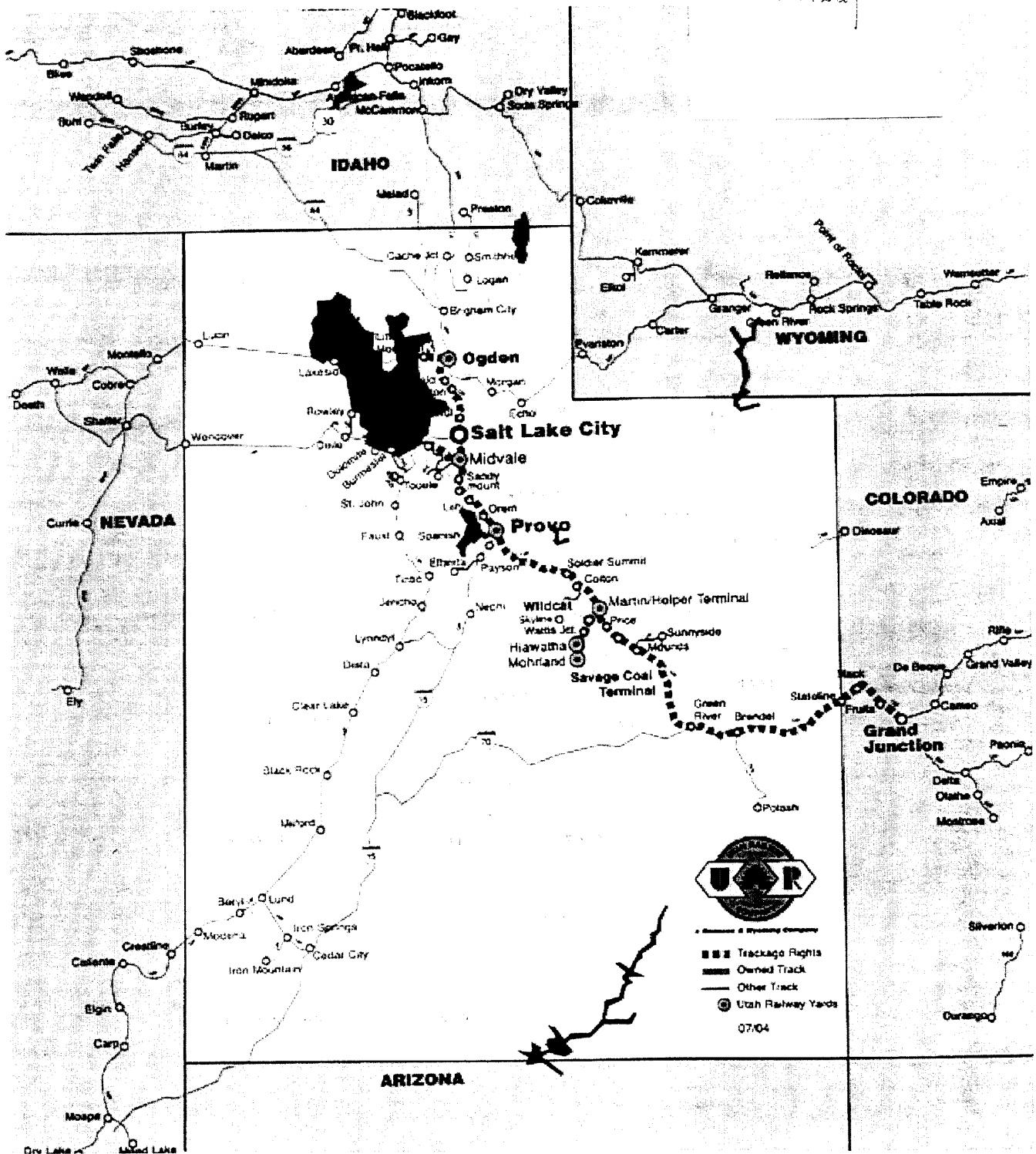
— Owned Track
- - - Trackage Rights

UTAH - Salt Lake City





Utah Railway



York Railway

PENNSYLVANIA

YORK

Spring Grove

Porters

Manover

West York

North York

Spring Garden

East York

Seven Valleys



a Division of Reading Company

04/04